

NS NORFOLK SOUTHERN

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-9241

RECORDATION NO. 6748-D FILED

DEC 15 '97

10-00 AM

J. Gary Lane
General Counsel - Corporate

Writer's Direct Dial Number
(804) 629-2818
Telecopier: (804) 533-4872

December 1, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D. C. 20423-0001

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11301 and the Board's Rules, I submit herewith for recording with the Board three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of November 21, 1997. The primary document to which this is connected is recorded under Recordation No. 6748.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: Morgan Guaranty Trust Company of New York
100 Wall Street
New York, NY 10005

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the primary document to which this is connected is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
125	Woodchip Hopper Cars	HTS	133450-133574
8	Diesel-Electric Locomotives	C-C	3201-3208

RECEIVED
SURFACE TRANSPORTATION
BOARD
DEC 15 10 00 AM '97

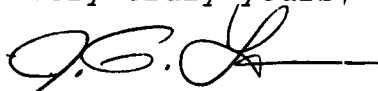
200	Pulpwood Cars	HT	140000-140199
100	Bulkhead Flat Cars	FBS	114350-114449
75	100-ton Box Cars	XL	43186-43260
4	Diesel-Electric Locomotives	B-B	5055-5058
65	Open Top Hopper Cars	HM	101735-101799

A fee of \$24.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated November 21, 1997, to terminate Equipment Trust Agreement with Recordation No. 6748, dated September 15, 1972, and covering 125 woodchip hopper cars numbered 133450-133574, 8 diesel-electric locomotives numbered 3201-3208, 200 pulpwood cars numbered 140000-140199, 100 bulkhead flat cars numbered 114350-114449, 75 box cars numbered 43186-43260, 4 diesel-electric locomotives numbered 5055-5058, and 65 open top hopper cars numbered 101735-101799, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

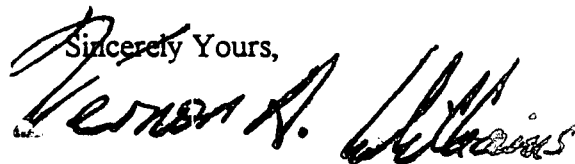
J. Gary Lane
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-9241

DATE: 12/15/97

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 12/15/97 at 10:00AM, and
assigned recordation number(s). ...6748-D.

Sincerely Yours,

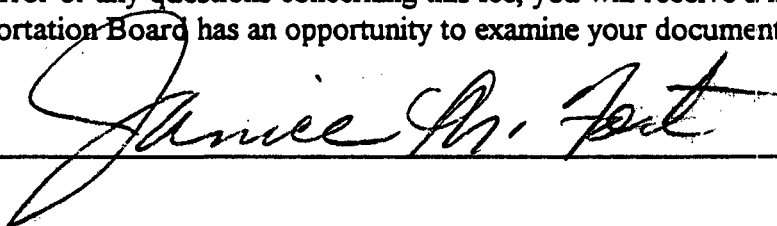


Vernon A. Williams
Secretary

Enclosure(s)

\$4.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



DEC 15 '97

10-00 AM

ICC No. 6748

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 5 of 1972

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that MORGAN GUARANTY TRUST COMPANY OF NEW YORK (the "Trustee"), trustee under an Equipment Trust Agreement dated as of September 15, 1972, as supplemented (the "Agreement"), between the Trustee and Southern Railway Company (now named Norfolk Southern Railway Company) (the "Railroad"), providing for the formation of Southern Railway Equipment Trust No. 5 of 1972 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust were and have been fully paid or payment duly provided for and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.


WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares that the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad and its affiliated companies and its or their successors and assigns, as their interests may appear, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its authorized officers under its corporate seal this 21 day of Nov, 1997.

MORGAN GUARANTY TRUST COMPANY OF
NEW YORK, as Trustee

By: Title: Vice President

ATTEST:


Title:

STATE OF)
)
 COUNTY OF)

On this 21st day of NOVEMBER, 1997, before me,
 a Notary Public, personally appeared John J. O'Connor
 to me personally known, who, being by me duly sworn, says he is a

Vice President of Morgan Guaranty Trust Company
 of New York, that the seal affixed to the foregoing instrument is
 the corporate seal of said corporation, that said instrument was
 signed and sealed on behalf of said corporation by authority of
 its Board of Directors, and he acknowledged that the execution of
 the foregoing instrument was the free act and deed of said
 corporation.

Carlos R. Luciano
 Notary Public

My commission expires:

CARLOS R. LUCIANO
 Notary Public, State of New York
 No. 41-4765897
 Qualified in Queens County
 Commission Expires 9/30/98